

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11 Case No.**
MOTORS LIQUIDATION COMPANY, *et al.*, :
f/k/a General Motors Corp., *et al.* : **09-50026 (REG)**
: **(Jointly Administered)**
Debtors. :
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AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss:
COUNTY OF SUFFOLK)

I, Barbara Kelley Keane, being duly sworn, depose and state:

1. I am an Assistant Director with The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 105 Maxess Road, Melville, New York 11747.

2. On September 13, 2010, at the direction of Weil, Gotshal & Manges LLP (“Weil”), counsel for the Debtors in the above-captioned case, I caused to be served by first class mail, postage prepaid, true and correct copies of the **Notice of Hearing to Consider Approval of Debtors’ Proposed Disclosure Statement with Respect to Debtors’ Joint Chapter 11 Plan** (“Notice of Disclosure Statement Hearing”), annexed hereto as Exhibit “A”, addressed to each of the individuals and entities in the service list attached hereto as Exhibit “B” (all parties listed in the Debtor’s Schedules of Assets and Liabilities, all parties who filed a Notice of Appearance, the master service list, and the creditor matrix not addressed in the following paragraphs).

3. Also on September 13, 2010, at the direction of Weil, I caused an appropriate number of true and correct copies of the Notice of Disclosure Statement Hearing to be served by hand delivery to Broadridge, Attn.: BSG Proxy Agent Services, JOB NOS. N35731, N35732, N35749, N35750, N35751, N35752, N35753, N35754, N35755, 51 Mercedes Way, Edgewood, NY 11717 (“**Broadridge**”), together with an instructional letter directing Broadridge to distribute the document to all those beneficial owners of Securities¹ (as defined below), as of September 8, 2010 (the “**Record Date**”), whose nominees are serviced by Broadridge.

4. Also on September 13, 2010, at the direction of Weil, I caused true and correct copies of the **Notice of Disclosure Statement Hearing** to be served by first class mail, postage prepaid, along with an instructional letter

¹ The Securities are publicly traded equity and debt securities that were issued by the Debtors bearing CUSIP Nos. 62010A105; 370442105; 370442691; 370442BB0; 37045EAS7; 370442BS3; 370442AU9; 370442AJ4; 37045EAG3; 370442AN5; 370442BW4; 370442AV7; 370442AR6; 370442AZ8; 370442741; 370442733; 370442717; 370442BT1; 370442AT2; 370442816; 370442774; 370442121; 370442725; 370442BQ7; 370442766; 370442758; 455329AB8; 594693AQ6; 616449AA2; 616449AB0; 677596AU2; 67759ABC2; and 349272AT1 (the “Securities”).

on the parties (United States and Canadian broker nominees) as set forth on the service list attached hereto as Exhibit "C".

5. Also on September 13, 2010, at the direction of Weil, I caused true and correct copies of the **Notice of Disclosure Statement Hearing** to be served by first class mail, postage prepaid, on the registered holders of the Debtors' equity Securities bearing CUSIP No. 62010A105 as of the Record Date, as shown on the registers of Computershare, the transfer agent for such securities (the "Transfer Agent List") as set forth on the service list annexed hereto as Exhibit "D".

6. Also on September 13, 2010, at the direction of Weil, I caused a true and correct copy of the **Notice of Disclosure Statement Hearing** to be served by email² on European clearinghouses Euroclear Bank S.A./N.V. and Euroclear S.A./ N.V. London (corporate_actions@euroclear.com) (collectively "Euroclear") and Clearstream Banking and Clearstream Banking Luxembourg (ca_bond@clearstream.com and ca_eln@clearstream.com) (collectively "Clearstream") along with an instructional letter directing Euroclear and Clearstream to distribute the **Notice of Disclosure Statement Hearing** to beneficial owners of the Securities as of the Record Date and the Eurobonds bearing ISIN numbers GB0087692629 (Swiss Security No. 876 926), XS0171908063, XS0171922643, XS0171942757 and XS0171943649 as of the Record Date that are serviced by Euroclear and Clearstream.

7. Also on September 13, 2010, at the direction of Weil, I caused an appropriate number of true and correct copies of the Notice of Disclosure Statement Hearing to be served by first class mail, postage prepaid, on the known broker nominees for the beneficial owners of the Securities as of the Record Date that do not employ Broadridge as their mailing agent (the "Non-Broadridge Nominees"), with an instructional letter directing the Non-Broadridge Nominees to distribute the **Notice of Disclosure Statement Hearing** to said beneficial owners, as set forth on the service list annexed hereto as Exhibit "E".

/s/ Barbara Kelley Keane
Barbara Kelley Keane

Sworn to before me this
21st day of September, 2010

/s/ Maryann K Aiello
Notary Public – State of New York
No 02AI6099679
My Commission Expires October 6, 2011

² These parties were also served by first class mail, postage prepaid (see paragraph 4 hereof and Exhibit "C").

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF HEARING TO CONSIDER APPROVAL
OF DEBTORS' PROPOSED DISCLOSURE STATEMENT
WITH RESPECT TO DEBTORS' JOINT CHAPTER 11 PLAN**

**TO: ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS SET FORTH
BELOW:**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

PLEASE TAKE NOTICE that on August 31, 2010, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors set forth above (collectively, the “**Debtors**”), filed the Debtors’ Joint Chapter 11 Plan, dated August 31, 2010 (as it may be amended, the “**Plan**”) [Docket No. 6829], and the proposed Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated August 31, 2010 (as it may be amended, the “**Disclosure Statement**”) [Docket No. 6830], pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing (the “**Hearing**”) will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, **on October 21, 2010 at 9:45 a.m. (Eastern Time)** in Room 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, or as soon thereafter as counsel can be heard, to consider the entry of an order, among other things, finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. The Disclosure Statement and Plan are on file with the Clerk of the Bankruptcy Court (the “**Clerk**”) and may be examined by interested parties on the Court’s electronic docket for the Debtors’ chapter 11 cases, which is posted on the Internet at www.motorsliquidation.com and www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Disclosure Statement and Plan may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004. Copies of the Disclosure Statement and Plan may also be obtained by written request to the Debtors’ voting agent at the address set forth below:

If by overnight or hand delivery: The Garden City Group, Inc. 5151 Blazer Parkway, Suite A Dublin, OH 43017 <u>Attn:</u> Motors Liquidation Company Balloting Center	If by standard mailing: The Garden City Group, Inc. P.O. Box 9386 Dublin, OH 43017-4286 <u>Attn:</u> Motors Liquidation Company Balloting Center
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3. Responses and objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must (i) be in writing, (ii) state the name and address of the objecting or responding party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Disclosure Statement to resolve any such objection or response, (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, (v) be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-399, and (vi) served in accordance with General Order M-399 so as to be actually received **on or before 4:00 p.m. (Eastern Time) on October 14, 2010** on the following parties (a) the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408; (b) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller,

Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (c) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (d) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (e) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (f) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.); (g) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (h) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy H. Davis, Esq.); (j) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (k) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (l) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.).

4. IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.

5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

6. The Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

Dated: New York, New York September 3, 2010	Harvey R. Miller Stephen Karotkin Joseph H. Smolinsky WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Attorneys for Debtors and Debtors in Possession
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